

**Registered Office:**  
Level 5, 472 Pacific Highway,  
St Leonards NSW 2065 Australia  
**Fax number (02) 9925 6005**

**Share Registrar:**  
ASX Perpetual Registrars Limited,  
Level 8, 580 George Street,  
Sydney NSW 2000 Australia  
**Fax number (02) 8280 7646**

**Share Registrar's Postal Address:**  
ASX Perpetual Registrars Limited,  
Locked Bag A14,  
Sydney South Post Office,  
Sydney 1232

# Leighton Holdings Limited

ACN 004 482 982

## Notice of Annual General Meeting 2000

### To: The Shareholders

Notice is hereby given that the Annual General Meeting of Leighton Holdings Limited will be held in the Ballroom, The Regent, 199 George Street, Sydney, New South Wales, on Thursday 2 November 2000 at 10.00am to transact the following:

### Business

1. To receive and consider the Financial Report and Reports of the Directors and Auditor for the year ended 30 June 2000.

2. To Elect Directors:

2.1 B Peus retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

2.2 A Drescher retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

2.3 I R Johnson retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

2.4 D A Mortimer retires by rotation in accordance with Clause 18 of the Company's Constitution and being eligible offers himself for re-election.

### Information about the candidates appears on reverse.

3. (Resolution 3) To consider and if thought fit pass the following resolution as a special resolution pursuant to section 201C of the Corporations Law:

'THAT Rodney Malcolm Wylie, being a candidate for election who has attained the age of 72 years and is 72 years of age, is re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.'

4. (Resolution 4) To consider and if thought fit pass the following resolution as a special resolution pursuant to section 201C of the Corporations Law:

'THAT Morrish Alexander Besley, being a candidate for election who has attained the age of 72 years and is 73 years of age, is re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.'

5. (Resolution 5) To consider and if thought fit pass the following resolution as an ordinary resolution:

'THAT in accordance with the requirements of Rule 10.1 of the Listing Rules of the Australian Stock Exchange, approval is hereby given for the Company to purchase from HOCHTIEF AG shares constituting 20% of the issued ordinary shares in Leighton Asia Limited on the terms contained in the Share Sale Agreement dated 21 September 2000 between the Company and HOCHTIEF AG.'

**See the accompanying Explanatory Notes on reverse for further information concerning Resolutions 3, 4 and 5.**

### Invitation

After the meeting all shareholders are invited to join the Directors for light refreshments.

### Proxies

1. A proxy form accompanies this notice. Additional proxy forms will be provided on request.

2. A shareholder entitled to attend and vote at the meeting may appoint up to 2 proxies to attend and vote for the shareholder. A shareholder may specify the proportion or number of votes that the proxy may exercise. If a shareholder appoints 2 proxies and does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

3. A proxy need not be a shareholder of the Company.

4. The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed either in accordance with section 127 of the Corporations Law or under the hand of a duly authorised officer or attorney.

5. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received at or sent by fax to the Company's Share Registrar, ASX Perpetual Registrars Limited, not later than 48 hours before the time for holding the meeting. See above for the fax number and address of the Share Registrar.

### Eligibility to Vote

1. For the purposes of the meeting, shares will be taken to be held by persons who are registered as members as at 10.00pm on 31 October 2000. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

2. The Company will disregard any votes cast on Resolution 5 by HOCHTIEF AG or any associate of HOCHTIEF AG. However, the Company need not disregard a vote that is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board  
A.J. Moir, Secretary  
Sydney 29 September 2000

Resumes of the candidates for election to the office of Director are as follows:

**Dr. B. Peus, (58)**  
Dr of Law

Studied at the Universities of Münster, Lausanne and Berlin. Graduated and awarded Doctorate of Law from the University of Münster. A Non-executive Director since 1994. Joined HOCHTIEF in 1977 and is a member of the Board of Executive Directors with responsibility for central departments (legal, audit, insurance, investment controlling, mergers and acquisitions) and international subsidiaries and associates. A member of the Supervisory Board of Ballast Nedam NV, Amstelveen, Netherlands, President of HOCHTIEF Inc., Wilmington, Delaware, USA and HOCHTIEF Canada Inc., Toronto. A Director of ARMBRO Enterprises Inc., Toronto and HOCHTIEF Limited.

**A. Drescher, (60)**  
BEC

A graduate in economics from Hamburg University, Germany. A Non-executive Director since 1996. Managing Director of Columbus Line Australia Pty Limited and Chairman of Otto Plastics Pty Limited. Non-executive Director of Austal Limited, Liner Shipping Services Limited and of the Australian Chamber of Shipping Limited. He was founding Director of the German Australian Chamber of Industry and Commerce in 1977 and the Chamber's Chairman from 1986 to 1993. In 1997 Mr Drescher was awarded the "Cross of the Order of Merit" by the Federal Republic of Germany.

**I.R. Johnson, (59)**  
BSc(Hons), FAICD

A graduate of the University of New England. A Non-executive Director since 1997. Chairman of Newcrest Mining Limited. Director of Email Limited. Former Group Executive of CRA Limited.

**D.A. Mortimer, (55)**  
BEC(Hons), FCPA

A Non-executive Director since 1997. Chairman of Ci Technologies Group Limited, Medical Imaging Australasia Limited and The Sydney Airports Corporation Limited. A Director of FH Faulding and Co Limited, Adsteam Marine Limited, Petsec Energy Limited and Macquarie Infrastructure Investment Management Limited. Former Managing Director and Chief Executive Officer of TNT Limited.

## Explanatory Notes:

### Resolution 3

**R.M. Wylie, OBE (72)**  
B.Com, BA, FCA, FAICD,  
D.Univ (Griffith)

Approval is sought for Mr R.M. Wylie who has attained the age of 72 years to continue to act as a Director of the Company.

Mr Wylie is a graduate of the University of Queensland.

He has been a Non-Executive Director of the Company since 1985, Deputy Chairman of the Board since February 1990 and Chairman of the Audit Committee since June 1990.

Mr Wylie is a chartered accountant, formerly a senior partner in the Queensland practice of Peat Marwick Mitchell & Co. He is Chairperson of the Queensland Competition Authority.

Mr Wylie, having attained the age of 72 since last year's Annual General Meeting of the Company, ceases to hold office at the conclusion of this year's Annual General Meeting in accordance with section 201C of the Corporations Law. Nevertheless, the same section permits Mr Wylie to hold office until the conclusion of the Company's next Annual General Meeting if a special resolution re-appointing him as a Director is passed at this year's Annual General Meeting.

Mr Wylie abstains from recommending Resolution 3 to shareholders on account of his personal interest in the outcome of the resolution. The other Directors however unanimously and strongly recommend the resolution to shareholders.

### Resolution 4

**M.A. (Tim) Besley, AO (73)**  
BE(Civil), BlegS, FTSE, FIEAust, FAIM

Approval is sought for Mr M.A. (Tim) Besley who has attained the age of 72 years and is 73 years of age to continue to act as a Director of the Company.

Mr Besley is a graduate of the University of New Zealand and Macquarie University.

He has been a Non-Executive Director of the Company since 1989 and Chairman of the Board since February 1990.

Mr Besley is Chancellor of Macquarie University and President of the Australian Academy of Technological Sciences and Engineering.

At last year's Annual General Meeting shareholders approved a resolution re-appointing Mr Besley, being a person who had attained the age of 72 years, as a Director of the Company, until the conclusion of this year's Annual General Meeting.

Section 201C of the Corporations Law however permits Mr Besley to continue to hold office until the conclusion of the Company's next Annual General Meeting if a special resolution re-appointing him as a Director is passed at this year's Annual General Meeting.

Mr Besley abstains from recommending Resolution 4 to shareholders on account of his personal interest in the outcome of the resolution. The other Directors however unanimously and strongly recommend the resolution to shareholders.

### Resolution 5

#### Purchase of 20% of the issued ordinary shares in Leighton Asia Limited from HOCHTIEF AG.

Shareholder approval is sought for the Company to purchase from HOCHTIEF AG ('HOCHTIEF') shares constituting 20% of the issued ordinary shares in Leighton Asia Limited ('Subject Shares'). The purchase will make Leighton Asia Limited ('Leighton Asia') a wholly owned subsidiary of the Company.

The proposed purchase requires shareholder approval under ASX Listing Rule 10.1 because in terms of that Listing Rule:

- the Subject Shares are a substantial asset (the value of the shares and the value of the consideration to be paid by the Company for the shares each exceed 5% of the Company's equity interests), and
- HOCHTIEF, as the holder of 49.8% of the Company's issued shares, is a related party of the Company.

ASX Listing Rule 10.10 requires that the notice of meeting include a report on the transaction from an independent expert stating whether the transaction is fair and reasonable to the Company's non-associated shareholders, that is, all shareholders of the Company other than those whose votes on Resolution 5 are to be disregarded. The Company engaged PricewaterhouseCoopers Securities Ltd for this purpose.

On the bases set out in their report PricewaterhouseCoopers Securities Ltd are of the opinion that the transaction is fair and reasonable to the Company's non-associated shareholders. The report accompanies the notice of meeting and shareholders are encouraged to read the full text.

Your Board recommends shareholders vote in favour of Resolution 5 for the reason that the transaction will provide the following benefits for the Company:

- allow full consolidation of the results and access to 100% of the cashflow of Leighton Asia.
- provide an effective and efficient use of approximately \$33 million of the Group's surplus cash resources.
- simplify the Group's reporting and corporate structure.

The acquisition will have a neutral impact on the Group's earnings per share.

The Board believes that after twenty-five years of operation in the Asia region Leighton Asia has demonstrated its resilience particularly during the Asian economic crisis which occurred in 1997/98 and will provide an excellent platform for future growth in the region. Leighton Asia has a record level of work in hand of A\$1.2 billion at June 2000 with a clearly established strong reputation for operating performance and stability.

The Company's purchase of the Subject Shares is on the terms set out in the Share Sale Agreement referred to in Resolution 5. The principal terms of that agreement are as follows:

- The purchase is subject to the passing by the Company's shareholders of Resolution 5 as an ordinary resolution. If the

resolution is passed, the Subject Shares are to be transferred to the Company within 3 business days after the meeting and the purchase price is to be paid by the Company on 2 April 2001.

- The purchase price for the Subject Shares is an amount equal to the sum of:

- \$35,308,227 (being the sum of HK\$157,000,000 and interest on that amount at the rate of 7% per annum calculated from 1 July 2000 to 31 March 2001 after converting that sum to an Australian dollar amount at the rate of A\$1.00 = HK\$4.68); and
- the Australian dollar equivalent (to be calculated at the retail market A\$/HK\$ selling rate quoted in The Australian Financial Review on 3 October 2000) of the lesser of:

- 20% of the consolidated management report profit of Leighton Asia and its subsidiaries (less tax at 28%) for the period from 1 July 2000 to 30 September 2000; and
  - HK\$10,000,000.
- The Subject Shares are being purchased ex a dividend of HK\$42,538,424 payable on the Subject Shares and representing a distribution of 20% of the increase in the undistributed earnings of Leighton Asia and its subsidiaries since June 1993. This dividend is to be paid by Leighton Asia to HOCHTIEF on 2 April 2001.

Copies of the Share Sale Agreement may be inspected by shareholders at the Company's registered office at Level 5, 472 Pacific Highway, St Leonards, NSW during normal business hours before the date of the meeting.